

RECORDED TO  
MAR 15 1991 4:40 PM  
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY  
2705 State Street  
Chicago Heights, Illinois 60411

RECORDED TO 11400-  
MAR 15 1991 2:40 PM  
INTERSTATE COMMERCE COMMISSION

March 14, 1991

RECORDED TO 11400-  
MAR 15 1991 2:40 PM  
INTERSTATE COMMERCE COMMISSION  
OPERATING UNIT

Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue  
Washington, D.C. 20423  
Attention: Mrs. Mildred Lee, Room 2303

1-074A029

Re: Documents for Recordation

RECORDED TO 11400-  
MAR 15 1991 2:40 PM - S

Dear Mrs. Lee:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (a) three (3) executed originals of an Assignment dated as of March 1, 1991 (to the Equipment Trust Agreement, dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Mercantile National Bank at Dallas (subsequently named MBank Dallas, N.A., subsequently named Deposit Insurance Bridge Bank, N.A. (as assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A.) now named Bank One, Texas, N.A. (as assignee of certain of the corporate trust assets of Deposit Insurance Bridge Bank, N.A.) (the "Trustee")), as original Trustee between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (b) three (3) executed originals of a Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Second Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (c) three executed originals of a Bill of Sale dated as of March 1, 1991 (to the Trust Agreement) between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, Second Supplement and Bill of Sale relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-P.

*C. Dendy*

Mrs. Mildred Lee  
Interstate Commerce Commission  
March 12, 1991  
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The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company  
2705 State Street  
Chicago Heights, Illinois 60411  
Attention: Treasurer

Trustee: Bankers Trust Company  
P.O. Box 318  
Church Street Station  
New York, New York 10015

A description of the railroad equipment covered by (a) the Assignment is set forth in Exhibit A hereto (b) the Second Supplement is set forth in Exhibit B hereto and (c) the Bill of Sale is set forth in Exhibit C hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Second Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

Primary Document.

Assignment dated as of March 1, 1991, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars.

Secondary Document.

Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance

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Corporation, as Receiver for MBank Dallas, N.A.  
(formerly named Mercantile National Bank at  
Dallas), as Trustee) covering various railroad  
cars.

Bill of Sale dated as of March 1, 1991, between  
Trinity Industries Leasing Company and Bankers  
Trust Company, as Trustee, covering various  
railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop  
Neil O. Shoop  
Treasurer

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RECORDING NO. \_\_\_\_\_ FILED 1425

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INTERSTATE COMMERCE COMMISSION

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**SECOND SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 1)

Dated as of March 1, 1991

Between

BANKERS TRUST COMPANY, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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SECOND SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of March 1, 1991 (herein called this "Second Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as trustee under the Trust Agreement, hereinafter called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Company and Mercantile National Bank at Dallas, a national banking association, subsequently named MBank Dallas, National Association ("MBank"), as original Trustee, entered into the Equipment Trust Agreement dated as of January 15, 1980 (as supplemented or amended to the date hereof, hereinafter called the "Trust Agreement").

B. All of the corporate trust business of MBank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was supplemented by a First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee (the "First Supplement").

D. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on January 22, 1980, under Recordation No. 11400.

E. The First Supplement was recorded with the ICC on November 29, 1989 under Recordation No. 11400-M.

F. Pursuant to the terms of a Purchase Agreement dated as of January 15, 1980 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

G. Pursuant to Section 5.06(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 5.08(a) of the Trust Agreement.

H. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and such rail cars shall be included in the trust created under the Trust Agreement and be subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this Second Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement", "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this Second Supplement.


6. This Second Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Second Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Second Supplement. It shall not be necessary in making proof of this Second Supplement to produce or account for more than one such counterpart.

7. This Second Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (including the conflicts of laws rules), including all matters of construction, validity and performance.


IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

[Corporate Seal]

ATTEST:

  
Neil O. Shoop  
Assistant Secretary

TRINITY INDUSTRIES LEASING  
COMPANY

By   
K. W. Lewis  
Senior Vice President

[Corporate Seal]

ATTEST:

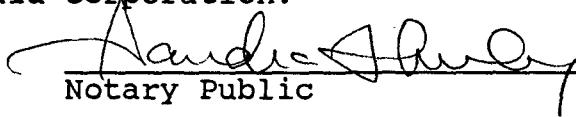
  
Assistant Secretary

BANKERS TRUST COMPANY, Trustee

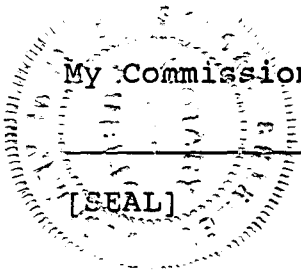
By   
Name: CARL H. NASIB  
Title: Vice President

STATE OF NEW YORK §  
§  
COUNTY OF NEW YORK §

On this 13<sup>th</sup> day of March 1991 before me personally appeared CARL H. NASIB, to me personally known, who being by me duly sworn, says that he/she is the Vice President of BANKERS TRUST COMPANY that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

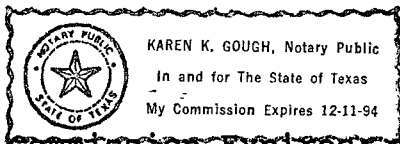
My Commission Expires:




SANDRA SHIRLEY  
Notary Public, State of New York  
No. 41-4847807  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires 5/31/91

STATE OF TEXAS §  
§  
COUNTY OF DALLAS §

On this 1st day of March 1991 before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My Commission Expires:

  
Notary Public

[SEAL]



EXHIBIT A  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
6 Tank Cars	111A100W1	17,015 Gal.	TILX 160094-160099

EXHIBIT B

Description of Existing Lease

1. Railroad Car Lease Agreement, dated March 12, 1982 between Trinity Industries Leasing Company and PPG Industries, Inc. covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	17,015 Gal. 111A100W1 Tank Cars	TILX 160094-160099